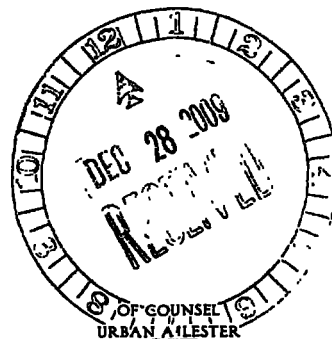


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December 23, 2009

RECORDATION NO. 28143 FILED

DEC 23 '09 -10 30 AM

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W.  
Washington, D.C. 20423

Master Service Contract 8-6304, Rider 24

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC 620 North Second Street St Charles, Missouri 63301
[Lessee:	Canexus Chemicals Canada LP 801 7 Ave. SW Calgary AB T2P 3P7 Canada]

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

105 railcars: SHPX 432251 - SHPX 432355.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## **MEMORANDUM OF LEASE**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Canexus Chemicals Canada LP, an Alberta, Canada Limited Partnership, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract ~~6~~-6304, rider 24, dated as of 5/14/08 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28143 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

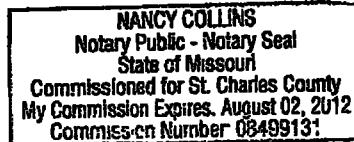
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

### Canexus Chemicals Canada LP

Contract 8-6304 rder 24

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432251
	Hopper	SHPX	432252
	Hopper	SHPX	432253
	Hopper	SHPX	432254
	Hopper	SHPX	432255
	Hopper	SHPX	432256
	Hopper	SHPX	432257
	Hopper	SHPX	432258
	Hopper	SHPX	432259
	Hopper	SHPX	432260
	Hopper	SHPX	432261
	Hopper	SHPX	432262
	Hopper	SHPX	432263
	Hopper	SHPX	432264
	Hopper	SHPX	432265
	Hopper	SHPX	432266
	Hopper	SHPX	432267
	Hopper	SHPX	432268
	Hopper	SHPX	432269
	Hopper	SHPX	432270
	Hopper	SHPX	432271
	Hopper	SHPX	432272
	Hopper	SHPX	432273
	Hopper	SHPX	432274
	Hopper	SHPX	432275
	Hopper	SHPX	432276
	Hopper	SHPX	432277
	Hopper	SHPX	432278
	Hopper	SHPX	432279
	Hopper	SHPX	432280
	Hopper	SHPX	432281
	Hopper	SHPX	432282
	Hopper	SHPX	432283

# Schedule A

## Equipment

### Canexus Chemicals Canada LP

Contract 8-6304 rider 24

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432284
	Hopper	SHPX	432285
	Hopper	SHPX	432286
	Hopper	SHPX	432287
	Hopper	SHPX	432288
	Hopper	SHPX	432289
	Hopper	SHPX	432290
	Hopper	SHPX	432291
	Hopper	SHPX	432292
	Hopper	SHPX	432293
	Hopper	SHPX	432294
	Hopper	SHPX	432295
	Hopper	SHPX	432296
	Hopper	SHPX	432297
	Hopper	SHPX	432298
	Hopper	SHPX	432299
	Hopper	SHPX	432300
	Hopper	SHPX	432301
	Hopper	SHPX	432302
	Hopper	SHPX	432303
	Hopper	SHPX	432304
	Hopper	SHPX	432305
	Hopper	SHPX	432306
	Hopper	SHPX	432307
	Hopper	SHPX	432308
	Hopper	SHPX	432309
	Hopper	SHPX	432310
	Hopper	SHPX	432311
	Hopper	SHPX	432312
	Hopper	SHPX	432313
	Hopper	SHPX	432314
	Hopper	SHPX	432315
	Hopper	SHPX	432316

# Schedule A

## Equipment

### Canexus Chemicals Canada LP

Contract 8-6304 rider 24

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432317
	Hopper	SHPX	432318
	Hopper	SHPX	432319
	Hopper	SHPX	432320
	Hopper	SHPX	432321
	Hopper	SHPX	432322
	Hopper	SHPX	432323
	Hopper	SHPX	432324
	Hopper	SHPX	432325
	Hopper	SHPX	432326
	Hopper	SHPX	432327
	Hopper	SHPX	432328
	Hopper	SHPX	432329
	Hopper	SHPX	432330
	Hopper	SHPX	432331
	Hopper	SHPX	432332
	Hopper	SHPX	432333
	Hopper	SHPX	432334
	Hopper	SHPX	432335
	Hopper	SHPX	432336
	Hopper	SHPX	432337
	Hopper	SHPX	432338
	Hopper	SHPX	432339
	Hopper	SHPX	432340
	Hopper	SHPX	432341
	Hopper	SHPX	432342
	Hopper	SHPX	432343
	Hopper	SHPX	432344
	Hopper	SHPX	432345
	Hopper	SHPX	432346
	Hopper	SHPX	432347
	Hopper	SHPX	432348
	Hopper	SHPX	432349

## Schedule A

### Equipment

#### Canexus Chemicals Canada LP

Contract 8-6304 rider 24

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	432350
	Hopper	SHPX	432351
	Hopper	SHPX	432352
	Hopper	SHPX	432353
	Hopper	SHPX	432354
	Hopper	SHPX	432355
105			



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 12/23/09



\_\_\_\_\_  
Robert W Alvord